

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

✓ cf.
ORIGINAL

MATT BRODY, individually, and JAY and
BESS RAKOW, as Trustees of the Rakow
Family Trust, on behalf of themselves and all
others similarly situated,

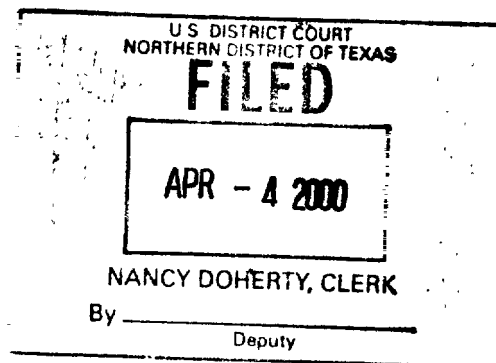
Plaintiffs,

v.

STB SYSTEMS, INC., WILLIAM E. OGLE,
RANDALL D. EISENBACH, JAMES L.
HOPKINS, J. SHANE LONG, JAMES J.
BYRNE, DENNIS G. SABO, LAWRENCE E.
WESNESKI, and HOAK BREEDLOVE
WESNESKI & CO., CIBC OPPENHEIMER
CORP. and HAMBRECHT & QUIST,
Individually and as Defendant Class
Representatives,

Defendants.

3-00CV-713-T
CASE NO. _____



DEFENDANTS' NOTICE OF REMOVAL OF ACTION UNDER 28 U.S.C. §1441(b)

TO THE CLERK OF THE ABOVE-ENTITLED COURT:

PLEASE TAKE NOTICE that defendants STB Systems, Inc., William E. Ogle, Randall D. Eisenbach, James J. Byrne, Dennis G. Sabo, Lawrence E. Wesneski and Hoak Breedlove Wesneski & Co., CIBC Oppenheimer Corp., and Hambrecht & Quist (collectively "Defendants") hereby remove to this Court the state action described below:

1. On October 9, 1998 plaintiff Matt Brody ("Brody") filed an Original Petition against Defendants in the Dallas County Court at Law No. 1, asserting claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933, as well as under Arts. 581-33A (primary securities fraud liability), 581-33F(1) (control person liability) and 581-33F(2) (aider and abettor liability) of the Texas

Securities Act. A copy of plaintiff Brody's Original Petition is attached to the Appendix of State Court Pleadings ("Appendix"), Exh. A.

2. On March 14, 2000, plaintiffs Bess and Jay Rakow (collectively, the "Rakows") intervened in the action by filing Plaintiffs' Third Amended Petition. A copy of the Third Amended Petition is attached to the Appendix of State Court Pleadings ("Appendix"), Exh. 42. In the Third Amended Petition, the Rakows purportedly assert (for the first time) class action claims against Defendants, in place and instead of Matt Brody. Defendants first received a copy of the Third Amended Petition on March 15, 2000.

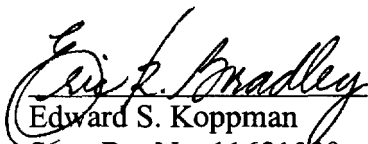
3. The Third Amended Petition filed by the Rakows on March 14, 2000 (and received by Defendants on March 15, 2000) is the first pleading in the action asserting claims which are removable to federal court.

4. The action is a civil action as to which this Court has original jurisdiction under 28 U.S.C. § 1331, and is one which may be removed by Defendants to this Court under the provisions of 28 U.S.C. §1441(b), in that it is a "covered class action" involving a "covered security" under the Securities Litigation Uniform Standards Act of 1998 ("SLUSA"). SLUSA vests federal courts with exclusive jurisdiction, and provides that federal claims be the exclusive claims for private shareholder class actions involving allegations of, "(A) a misrepresentation or omission of a material fact in connection with the purchase or sale of a covered security; or (B) that the defendant used or employed any manipulative or deceptive device or contrivance in connection with the purchase or sale of a covered security." 15 U.S.C. § 77p(b); 15 U.S.C. § 78bb(f). The SLUSA further provides that any such class action brought in State court "shall be removable to the Federal district court for the district in which the action is pending. . ." 15 U.S.C. § 77p(c); 15 U.S.C. § 78bb(f)(2).

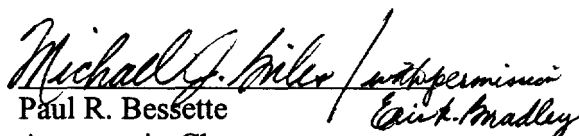
5. This Notice of Removal is timely and proper because all defendants have jointly filed the notice within thirty days after receiving the Third Amended Petition. Venue is proper in this district under 28 U.S.C. §1441(a) and 15 U.S.C. §§ 77p(c) and 78bb(f)(2) because Dallas County Court at Law No. 1, the court where this action was pending, is within this district and division. Defendants have fulfilled their duties under 28 U.S.C. §1446 by submitting copies of all the pleadings in the Texas State action in Defendants' Appendix of State Court Pleadings, and have filed a copy of this Notice of Removal with the clerk of the Dallas County Court. Attached to the Notice of Removal is a copy of the docket sheet from the state court action.

DATED: April 4th, 2000

Respectfully submitted,


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WESNESKI

CERTIFICATE OF SERVICE

I, the undersigned, do hereby certify that a true and correct copy of the foregoing DEFENDANTS' NOTICE OF REMOVAL OF ACTION UNDER 28 U.S.C. §1441(b) was served on this the 6th day of April, 2000, upon the following parties:

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Michael J. Biles / with permission
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